

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. §§ 327(a) AND 328 AND FED. R. BANKR. P. 2014 AND 3017
AUTHORIZING RETENTION OF FINANCIAL BALLOTING GROUP LLC
AS SPECIAL PLAN BALLOTING, SOLICITATION, AND
INFORMATION AGENT FOR PUBLICLY-HELD SECURITIES

("FBG RETENTION ORDER")

Upon the application, dated September 4, 2007 (the "FBG Retention Application"), of Delphi Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") for an order under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014 and 3017 authorizing the Debtors' retention of Financial Balloting Group LLC ("FBG") as the Debtors' special plan balloting, solicitation, and information agent for publicly-held securities on the terms and conditions of that certain Agreement (the "FBG Agreement"), a copy of which is attached hereto as Exhibit 1, which services will facilitate the solicitation and tabulation of votes on the plan of reorganization; and this Court having determined that the relief requested in the FBG Retention Application is in the best interests of the Debtors, their estates, stakeholders, and other parties-in-interest; and it appearing that proper and adequate notice of the FBG Retention Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The FBG Retention Application is GRANTED.
2. FBG shall, on a monthly basis, submit invoices to the Debtors for services rendered, with a copy to the Office of the United States Trustee.
3. The fees and expenses of FBG incurred in the performance of the services set forth in the FBG Retention Application and the FBG Agreement shall be treated as an administrative expense of the Debtors' chapter 11 cases and be paid by the Debtors in the ordinary course of business without further order of this Court and without the need to file and serve a formal application for payment. All requirements under sections 330 and 331 of the Bankruptcy Code are hereby waived.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the FBG Retention Application.

Dated: New York, New York
September 20, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

FBG Agreement